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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: PERSEON CORPORATION, Debtor.	Case No. 16-24435 Chapter 11 Chief Judge R. Kimball Mosier
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**ORDER GRANTING APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER,
PURSUANT TO 11 U.S.C. §§ 105, 327, 328, 363 AND 365 AND FED. R. BANK. P. 2014(a),**

**(I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF SUNTRUST
ROBINSON HUMPHREY, INC. AS INVESTMENT BANKER TO THE DEBTOR;
(II) AUTHORIZING THE ASSUMPTION OF THE AGREEMENT WITH SUNTRUST
ROBINSON HUMPHREY TO PROVIDE SERVICES RELATED THERETO; AND
(III) APPROVING THE AGREEMENT WITH SUNTRUST ROBINSON HUMPHREY**

The matter before the Court is the *Application of the Debtor for Entry of an Order, Pursuant to 11 U.S.C. §§ 105, 327, 328, 363, and 365 and Fed. R. Bankr. P. 2014(a), (I) Authorizing the Retention and Employment of SunTrust Robinson Humphrey, Inc. as Investment Banker to the Debtor, (II) Authorizing the Assumption of the Agreement with SunTrust Robinson Humphrey to Provide Services Related Thereto, and (III) Approving the Agreement with SunTrust Robinson Humphrey* [Docket No. 57] (as amended on July 15, 2016, and supplemented on July 19, 2016, the “Application”),¹ which seeks authorization to retain and employ SunTrust Robinson Humphrey (“STRH”) as investment banker to the Debtor. The Application was properly served through the Court’s CM/ECF system on all parties that receive electronic service in this case. A *Notice of Hearing* on the Application [Docket No. 65] was served on the Debtor’s creditor matrix as set forth in the *Certificate of Service* [Docket No. 66] and no further notice of the Application is required. On June 27, 2016, the Court entered an Order [Docket No. 64], which set a hearing on the Application for July 12, 2016 (the “July 12 Hearing”) and established a July 11, 2016 deadline for filing responses to the Application (the “Objection Deadline”). Objections to the Application were filed prior to the Objection Deadline by B.E. Capital Management Fund LP (“B.E. Capital”) on July 8, 2016 (the “B.E. Capital Objection,” Docket No. 78) and the United States Trustee (the “U.S. Trustee”) on July 11, 2016 (the “U.S. Trustee Objection,” Docket No. 85). After argument at the July 12 Hearing, the Court continued the hearing on the Application to July 19, 2016 (the “Continued Hearing”) and authorized the Debtor to supplement the Application in advance of the Continued Hearing. On July 15, 2016, the

¹ Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Application or the Engagement Agreement as applicable.

Debtor filed an amendment to the Application [Docket No. 103], and on July 19, 2016, the Debtor filed a supplement to the Application [Docket No. 120], which attached an amendment to the Engagement Letter as Exhibit A (the Engagement Letter as amended on July 18, 2016, the “Engagement Agreement”), which reduced STRH’s Advisory Fee to \$525,000 if the Debtor consummates a Transaction with Transaction Consideration of \$5,250,000 or less and to \$575,000 if the Debtor consummates a Transaction with Transaction Consideration in excess of \$5,250,000. Prior to the Continued Hearing, the B.E. Capital Objection was resolved.

The Court has considered the Application, the U.S. Trustee Objection, the Engagement Agreement, the additional pleadings filed by the Debtor in connection with the Application, the arguments of counsel at the July 12 Hearing and the Continued Hearing, the evidence presented by counsel for STRH at the Continued Hearing, and applicable law. Accordingly, and for good cause otherwise appearing,

IT IS HEREBY ORDERED THAT:

1. The B.E. Capital Objection is deemed **WITHDRAWN**;
2. The U.S. Trustee Objection is **OVERRULED**;
3. The Application is **GRANTED**;
4. In accordance with Section 327(a) of the Bankruptcy Code, the Debtor is authorized to retain and employ STRH as investment banker to the Debtor on the terms set forth in the Application and Engagement Agreement, effective as of the Petition Date; and
5. Pursuant to Section 365(a) of the Bankruptcy Code, the Debtor is authorized to assume the Engagement Agreement, effective as of the Petition Date.

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